

AUG 27 '10 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

August 27, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of July 5, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document releases all encumbrances except the lease and relates to the documents previously filed with the Commission and Board under Recordation Number 11500.

The name and address of the party to the enclosed document are:

Seller: Mellon Leasing Corporation (successor to New
England Merchants Leasing Corporation B-07)
4144 One Mellon Bank Center
Pittsburgh, PA 15258

[Buyer: GATX Corporation (successor by merger to
GATX Financial Corporation)
222 West Adams Street
Chicago, IL 60661]

Section Chief
August 27, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

106 railcars within the series GATX 300398 - GATX 300580 and 13 railcars within the series PPRX 671 - PPRX 687 as more particularly set forth in the attachment to the document

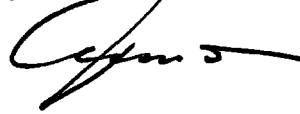
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 27 '10 -1 00 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that:

MELLON LEASING CORPORATION, a Pennsylvania corporation (the "Seller"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell and assign to GATX Corporation ("Purchaser") all of Seller's right, title and interest in and to the railcars described in Schedule 1 hereto (hereinafter the "Equipment").

TO HAVE AND TO HOLD the Equipment unto the Purchaser, its successors and assigns, to and for their own use and benefit as agreed upon.

PURCHASER ACKNOWLEDGES THAT THE EQUIPMENT IS BEING SOLD AND DELIVERED BY SELLER, AND PURCHASER IS ACCEPTING THE EQUIPMENT, IN AN "AS-IS", "WHERE-IS" CONDITION. SELLER SHALL NOT BE DEEMED TO HAVE MADE, BY VIRTUE OF HAVING SOLD THE EQUIPMENT OR HAVING DONE OR FAILED TO DO ANY OTHER ACT, AND SELLER HEREBY DISCLAIMS AND, PURCHASER HEREBY WAIVES ANY OTHER REPRESENTATIONS AND WARRANTIES, EXPRESSED OR IMPLIED, CONCERNING THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, THOSE RELATING TO MERCHANTABILITY, FITNESS FOR USE OR PARTICULAR PURPOSE, OR QUALITY OF THE MATERIAL OR WORKMANSHIP OF THE EQUIPMENT AND THOSE ARISING FROM COURSE OF PERFORMANCE, DEALING OR USAGE OF TRADE. SELLER ALSO DISCLAIMS AND PURCHASER RELEASES SELLER AND WAIVES ANY OBLIGATION OR LIABILITY TO PURCHASER FOR LOSS OR INTERRUPTION OF USE, REVENUE, PROFIT OR BUSINESS OR OTHER INCIDENTAL OR CONSEQUENTIAL DAMAGES RELATING TO THE EQUIPMENT.

ANY PRIOR REPRESENTATION OR STATEMENTS, WHETHER ORAL OR WRITTEN, AS TO THE CONDITION OR FITNESS OF THE EQUIPMENT OR THE CAPABILITY OR CAPACITY THEREOF, ARE MERGED HEREIN AND ANY SUCH REPRESENTATIONS OR STATEMENTS NOT SPECIFICALLY INCLUDED IN THIS BILL OF SALE ARE HEREBY WITHDRAWN BY SELLER, AND PURCHASER ACKNOWLEDGES THAT IT IS NOT RELYING ON THEM.

Seller hereby acknowledges that the Lease of Railroad Equipment, dated as of February 15, 1980, originally between New England Merchants Leasing Corporation B-7, as Lessor, and General American Transportation Corporation, as Lessee, as amended and modified, including without limitation by an Assignment, Amendment and Lease Renewal Agreement, dated as of May 13, 2005 between Mellon Leasing Corporation J.P. Morgan Trust Company, National Association (successor to Ameritrust Company of New York), not in its individual capacity but solely as Owner Trustee, and GATX Corporation (successor to GATX Financial Corporation, GATX Leasing Corporation and General American Transportation Corporation) is hereby terminated (except for such terms as are intended to survive termination)

[Signature on Following Page]

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed for the purpose hereinabove shown by its duly authorized officer as of the 5th day of July 2010.

MELLON LEASING CORPORATION

By: William Houston
William Houston
Managing Director

STATE OF New York
COUNTY OF New York

} SS:

On this, the 25th day of August, 2010, before me personally appeared William Houston to me personally known, who being by me duly sworn, says that he is Managing Director of MELLON LEASING CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

In witness whereof, I hereunto set my hand and official seal.

JACQUELINE G. KELLY
Notary Public, State of New York
No. 015
Qualified
Commission Expires 8/30/2013

Jacqueline Kelly
Notary Public

My Commission Expires: 8/30/2013

(SEAL)

SCHEDULE 1

The Equipment

MARKS		Comments	MARKS		Comments
GATX	300398		GATX	300475	
GATX	300399		GATX	300476	
GATX	300400		GATX	300477	
GATX	300401		GATX	300479	
GATX	300402		GATX	300480	
GATX	300403		GATX	300486	
GATX	300406		GATX	300487	
GATX	300407		GATX	300489	
GATX	300408		GATX	300491	
GATX	300409		GATX	300493	
GATX	300411		GATX	300495	
GATX	300412		GATX	300496	
GATX	300413		GATX	300515	
GATX	300414		GATX	300516	
GATX	300415		GATX	300517	
GATX	300416		GATX	300518	
GATX	300418		GATX	300519	
GATX	300420	Casualty (1/5/2010)	GATX	300520	
GATX	300421		GATX	300521	
GATX	300422		GATX	300522	
GATX	300423		GATX	300536	
GATX	300424		GATX	300538	
GATX	300425		GATX	300540	
GATX	300426		GATX	300541	
GATX	300427		GATX	300544	
GATX	300428	Casualty (1/5/2010)	GATX	300545	
GATX	300429		GATX	300547	
GATX	300430		GATX	300548	
GATX	300431		GATX	300550	
GATX	300432		GATX	300551	
GATX	300433		GATX	300552	
GATX	300434	Casualty (1/5/2010)	GATX	300553	
GATX	300435		GATX	300554	
GATX	300436		GATX	300555	
GATX	300437		GATX	300556	
GATX	300438		GATX	300557	
GATX	300440	Casualty (1/5/2009)	GATX	300558	
GATX	300441		GATX	300576	
GATX	300442		GATX	300577	
GATX	300443		GATX	300579	
			GATX	300580	
			PPRX	871	
			PPRX	872	

GATX	300444		PPRX	673	
GATX	300445		PPRX	678	
GATX	300446		PPRX	679	
GATX	300447		PPRX	680	
GATX	300448		PPRX	681	
GATX	300449		PPRX	682	
GATX	300450		PPRX	683	
GATX	300451	Casualty (1/5/2010 reported 9/12/2008)	PPRX	684	
GATX	300452		PPRX	685	
GATX	300453		PPRX	686	
GATX	300454		PPRX	687	
GATX	300455		GATX	3023	
GATX	300456				
GATX	300457				
GATX	300458				
GATX	300459				
GATX	300460				
GATX	300461				
GATX	300462				
GATX	300463				
GATX	300464				
GATX	300465				
GATX	300466				
GATX	300467				
GATX	300468				
GATX	300469				
GATX	300471				
GATX	300472				
GATX	300474				

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/27/10



Robert W. Alvord